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IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

ROSETTA STONE LTD.,

Plaintiff,

vs.

GOOGLE INC.,

Defendant.

Case No. 1:09-cv-00736 (GBL/TCB)

DECLARATION OF JENNIFER L. SPAZIANO IN SUPPORT OF
ROSETTA STONE LTD'S MOTION FOR PARTIAL
SUMMARY JUDGMENT AS TO LIABILITY

FILED IN PART UNDER SEAL

I, Jennifer L. Spaziano, declare and state as follows:

1. I am a partner of the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, in Washington, D.C. I am duly licensed to practice before the courts of the State of California and the District of Columbia and have been admitted to appear *pro hac vice* in the captioned matter. I am counsel for Rosetta Stone Ltd. in the captioned matter and make this Declaration in Support of Rosetta Stone Ltd.'s Motion for Partial Summary Judgment as to Liability. I make this Declaration based on my own personal knowledge, and if called upon to do so, I could and would testify competently thereto.

2. Attached hereto as Spaziano Exhibit 1 is a true and correct copy of Google's Answer to Plaintiff's Complaint and Affirmative Defenses that was filed on October 2, 2009 in the above-captioned case.

3. Attached hereto as Spaziano Exhibit 2 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0306283 through GOOG-RS-0306318 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

4. Attached hereto as Spaziano Exhibit 3 are true and correct copies of excerpts from Google Inc.'s Form 10-K for the Fiscal Year Ended December 31, 2009, that was obtained from the Securities and Exchange Commission's website (<http://www.sec.gov>).

5. Attached hereto as Spaziano Exhibit 4 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0079210 through GOOG-RS-0079269 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

6. Attached hereto as Spaziano Exhibit 5 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000302 through GOOG-RS-0000309 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

7. Attached hereto as Spaziano Exhibit 6 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0068596 through GOOG-RS-0068629 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

8. Attached hereto as Spaziano Exhibit 7 are true and correct copies of excerpts from Google's Form S-1 Registration Statement, filed April 29, 2004, that was obtained from the Securities and Exchange Commission's website (<http://www.sec.gov>).

9. Attached hereto as Spaziano Exhibit 8 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0004574 through GOOG-RS-0004620 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

10. Attached hereto as Spaziano Exhibit 9 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0261590 through GOOG-RS-0261591 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

11. Attached hereto as Spaziano Exhibit 10 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-026760 through GOOG-RS-026763 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

12. Attached hereto as Spaziano Exhibit 11 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0261327 through GOOG-RS-0261332 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

13. Attached hereto as Spaziano Exhibit 12 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000291 through GOOG-RS-0000292 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

14. Attached hereto as Spaziano Exhibit 13 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000452 through GOOG-RS-0000455 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

15. Attached hereto as Spaziano Exhibit 14 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000003 through GOOG-RS-0000006 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

16. Attached hereto as Spaziano Exhibit 15 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000099 through GOOG-RS-0000101 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

17. Attached hereto as Spaziano Exhibit 16 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0000015 through GOOG-RS-0000016 that I

understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

18. Attached hereto as Spaziano Exhibit 17 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0309869 through GOOG-RS-0309870 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

19. Attached hereto as Spaziano Exhibit 18 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0309881 through GOOG-RS-0309915 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

20. Attached hereto as Spaziano Exhibit 19 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0077354 through GOOG-RS-0077422 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

21. Attached hereto as Spaziano Exhibit 20 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0001998 through GOOG-RS-0001999 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

22. Attached hereto as Spaziano Exhibit 21 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0133421 through GOOG-RS-0133422 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

23. Attached hereto as Spaziano Exhibit 22 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0188825 through GOOG-RS-018826 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

24. Attached hereto as Spaziano Exhibit 23 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0249754 through GOOG-RS-0249756 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

25. Attached hereto as Spaziano Exhibit 24 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0359184 through GOOG-RS-0359190 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

26. Attached hereto as Spaziano Exhibit 25 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0425151 through GOOG-RS-0425176 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

27. Attached hereto as Spaziano Exhibit 26 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0364013 through GOOG-RS-0364017 that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

28. Attached hereto as Spaziano Exhibit 27 is a true and correct copy of a document bearing Bates Nos. GOOG-RS-0461853 through GOOG-RS-0461855 that I

understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

29. Attached hereto as Spaziano Exhibit 28 is a true and correct copy of a document titled "Analysis of Mr. Malackowski's Classifications Maximum Unjust Enrichment by Classification" that I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone.

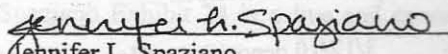
30. Attached hereto following Tab A and identified by deponent are excerpts from the following deposition transcripts:

- a. 3/12/10 deposition of Jonathan Alferness in the captioned matter
- b. 3/3/10 deposition of Edward Allen Blair in the captioned matter
- c. 2/23/10 deposition of Terri Chen in the captioned matter
- d. 2/24/10 deposition of Edward Chiang in the captioned matter
- e. 3/11/10 deposition of Denis P. Doyle in the captioned matter
- f. 3/8/10 deposition of Steve F. DuBow in the captioned matter
- g. 2/26/10 deposition of Daniel Dulitz in the captioned matter
- h. 3/4/10 deposition of Baris Gultekin in the captioned matter
- i. 9/30/04 deposition of Rose Hagan in *GEICO v. Google, Inc.*, No. 1:04CV507 (E.D. Va.), which I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone
- j. 11/29/06 deposition of Rose Hagan in *CNG Financial Corp. v. Google, Inc.*, No. 1:06-cv-040 (N.D. Ohio), which I understand was produced by Google in the captioned matter and that I received as counsel of record for Rosetta Stone
- k. 3/5/10 deposition of Rose Hagan in the captioned matter
- l. 3/5/10 deposition of Richard T. Holden in the captioned matter
- m. 3/9/10 deposition of Deborah Jeffries in the captioned matter

- n. 3/10/10 deposition of Bill Lloyd in the captioned matter
- o. 2/25/10 deposition of Cory Louie in the captioned matter
- p. 3/10/10 deposition of Rita Kay Porter in the captioned matter
- q. 3/12/10 deposition of Diana Stanley Thomas in the captioned matter
- r. 3/18/10 deposition of Susan Wojcicki in the captioned matter

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on March 26, 2010, at Washington, District of Columbia.


Jennifer L. Spaziano